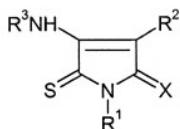


Amendments to the Claims:

This listing of claims will replace all prior versions and listing of claims in the application.

Listing of the Claims:

Claim 1 (currently amended): A compound of Formula I



Formula I

wherein:

R^1 is selected from $-CH_2$ -phenyl; (1-3C)alkoxy; a (1-4C)alkyl group which is optionally substituted by one or more fluoro; and $-CH_2$ -pyridyl wherein the pyridyl is optionally substituted by (1-4C)alkyl or a group of formula NR^aR^b in which R^a and R^b independently represent H or (1-4C)alkyl; phenyl(1-4C)alkyl wherein the phenyl is optionally substituted by (1-4C)alkoxycarbonyl or a group of formula NR^aR^b in which R^a and R^b independently represent H or (1-4C)alkyl; heteroaryl(1-4C)alkyl wherein the heteroaryl is optionally substituted by (1-4C)alkyl or a group of formula NR^aR^b in which R^a and R^b independently represent H or (1-4C)alkyl; or a (1-6C)alkyl group which is optionally substituted by one or more of the following: fluoro, (1-4C)alkoxycarbonyl, (1-3C)alkylthio or (1-3C)alkoxy optionally substituted by one or more fluoro;

R^2 is phenyl;

R^3 is selected from phenyl, indolyl or benzofuranyl each optionally substituted by one or more of the following: (1-3C)alkanoyl, (1-4C)alkoxy optionally substituted by one or more fluoro; (1-3C)alkylthio; or a group of formula NR^aR^b in which R^a and R^b independently represent H, (1-

| 3C)alkyl or (1-3C) alkanoyl or R^a and R^b together with the nitrogen atom to which they are
| attached represent morpholino; and
X is O or S;
or a pharmaceutically acceptable salt or solvate thereof, or a solvate of such a salt.

| Claim 2 (currently amended): The A compound according to claim 1 wherein X is O.

| Claim 3 (withdrawn): A compound according to claim 1 wherein X is S.

| Claim 4 (currently amended): The A compound according to claim 1 in which R¹ is
selected from methyl, ethyl, propyl, butyl, 2-methoxyethyl, 2,2,2-trifluoroethyl, benzyl, 4-
pyridylmethyl, 3-pyridylmethyl and or 6-amino-3-pyridylmethyl.

| Claim 5 (currently amended): The A compound according to claim 1 in which R³ is 4-
methoxyphenyl, 4-difluoromethoxyphenyl or 4-morpholinophenyl.

| Claim 6 (currently amended): The A compound according to claim 1
wherein
R¹ is selected from methyl, ethyl, 2,2,2-trifluoroethyl, benzyl, 3-pyridylmethyl and or 6-amino-
3-pyridylmethyl;
R² is phenyl;
R³ is selected from 4-methoxyphenyl, 4-difluoromethoxyphenyl and or 4-morpholinophenyl; and
X is O or S.

| Claim 7 (currently amended): The A compound according to claim 1
wherein

| R¹ is selected from ethyl, 2,2,2-trifluoroethyl, benzyl, 3-pyridylmethyl and or 6-amino-3-
pyridylmethyl;

R² is phenyl;

| **R³** is selected from 4-methoxyphenyl, 4-difluoromethoxyphenyl and or 4-morpholinophenyl; and
X is O or S.

Claim 8 (withdrawn): A compound according to claim 1

wherein

R¹ is selected from methyl, ethyl, 2,2,2-trifluoroethyl, 2-pyridylmethyl, 3-pyridylmethyl or 4-pyridylmethyl;

R² is phenyl;

R³ is selected from 4-methoxyphenyl;

X is O or S.

Claim 9 (withdrawn): A compound according to claim 1

wherein

R¹ is selected from 2-methoxyethyl or 6-amino-3-pyridylmethyl;

R² is phenyl;

R³ is selected from 4-methoxyphenyl or 4-difluoromethoxyphenyl;

X is O or S.

Claim 10 (previously presented): A compound selected from the following:

1-(2-Methoxyethyl)-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

1-(2-Methoxyethyl)-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;

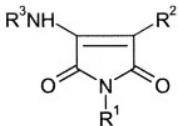
4-[(4-Methoxyphenyl)amino]-3-phenyl-1-(pyridin-3-ylmethyl)-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(pyridin-3-ylmethyl)-1H-pyrrole-2,5-dithione;

4-[(4-Methoxyphenyl)amino]-3-phenyl-1-(pyridin-4-ylmethyl)-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(pyridin-4-ylmethyl)-1H-pyrrole-2,5-dithione;
1-Butyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;
1-Butyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;
4-[(4-Methoxyphenyl)amino]-3-phenyl-5-thioxo-1-(2,2,2-trifluoroethyl)-1,5-dihydro-2H-pyrrol-
2-one;
3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(2,2,2-trifluoroethyl)-1H-pyrrole-2,5-dithione;
1-Benzyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;
1-Benzyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;
4-[(4-Methoxyphenyl)amino]-1-methyl-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;
3-[(4-Methoxyphenyl)amino]-1-methyl-4-phenyl-1H-pyrrole-2,5-dithione;
1-Ethyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;
1-Ethyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;
1-[(6-Aminopyridin-3-yl)methyl]-4-{[(4-difluoromethoxy)phenyl]amino}-3-phenyl-5-thioxo-
1,5-dihydro-2H-pyrrol-2-one;
1-[(6-Aminopyridin-3-yl)methyl]-3-{[(4-difluoromethoxy)phenyl]amino}-4-phenyl-1H-pyrrole-
2,5-dithione;
1-[(6-Aminopyridin-3-yl)methyl]-4-[(4-morpholin-4-ylphenyl)amino]-3-phenyl-5-thioxo-1,5-
dihydro-2H-pyrrol-2-one;
1-[(6-Aminopyridin-3-yl)methyl]-3-[(4-morpholin-4-ylphenyl)amino]-4-phenyl-1H-pyrrole-2,5-
dithione;
or a pharmaceutically acceptable salt or solvate thereof, or a solvate of such a salt.

Claim 11 (withdrawn): A process for the preparation of a compound according to claims 1 comprising the step of reacting a compound of formula II,



wherein R¹, R² and R³ are as defined in claim 1, with a sulphurating agent, optionally in the presence of an inert organic liquid for example an aromatic hydrocarbon, at a temperature in the range of 0°C to 200°C.

Claim 12 (cancelled).

Claim 13 (withdrawn): A method of providing therapy comprising administering a compound according to claim 1.

Claim 14 (withdrawn): A method of modulating the nuclear hormone receptors LXR α and/or β comprising administering a compound according to claim 1.

Claims 15-27 (cancelled).

Claim 28 (withdrawn): A method of treating and/or preventing lipid disorders (dyslipidemia) whether or not associated with insulin resistance comprising the administration of a compound according to claim 1 to a mammal in need thereof.

Claim 29 (withdrawn): A method for treatment and/or prophylaxis of cardiovascular disease comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 30 (withdrawn): A method of treating and/or preventing atherosclerosis comprising the administration of an effective amount of a compound of formula I according to claim 1 to a mammal in need thereof.

Claim 31 (withdrawn): A method for treatment and/or prophylaxis of hypercholesterolemia comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 32 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for improving reverse cholesterol transport comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 33 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for decreasing intestinal cholesterol absorption comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 34 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for increasing HDL-cholesterol levels comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 35 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for decreasing LDL-cholesterol levels comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 36 (withdrawn): A method for treatment and/or prophylaxis of inflammatory conditions comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 37 (withdrawn): A method for treatment and/or prophylaxis of Alzheimer's disease comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 38 (withdrawn): A method for treatment and/or prophylaxis of arteriosclerosis comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 39 (withdrawn): A method for treatment and/or prophylaxis of type 2 diabetes comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claim 40 (withdrawn): A method for treatment and/or prophylaxis of conditions associated with a need for improving HDL function comprising administering to a mammal in need of such a treatment an effective amount of a compound as defined in claim 1.

Claims 41-42 (cancelled).